

Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Estimated average burden hours per response 16.00



Convertible Notes and Warrants	s is an amendment and name has changed, and indicate chan	ge.)	
Filing under (Check box(es) that apply):  Type of Filing: New Filing	Rule 504 Rule 505 Rul	le 506 Section 4(6) UI	.OE
	A. BASIC IDENTIFICATION DA	ГА	
Enter the information requested			
Vame of Issuer (☐ check if this is Vistula Communications Services,	an amendment and name has changed, and indicate change. Inc.	)	
Address of Executive Offices (Number Suite 801, 405 Park Avenue, New York	er and Street, City, State, Zip Code) York, NY 10022	Telephone Number (Including Are (212) 317-8900	a Code)
Address of Principal Business Operations if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Are	a Code)
Brief Description of Business Felecommunications services prov	ider		PROCESSED
Type of Business Organization			MAY 0 3 2007
□ corporation	limited partnership, already formed	☐other (please specify):	MAI U 3 ZUUI
business trust	limited partnership, to be formed		/THOMSON
Actual or Estimated Date of Incorpor		3 Actual Es	FINANCIAL
ransaletion of incorporation of Orga	nization: (Enter two- letter U.S. Postal Service abbrev CN for Canada; FN for other foreign jur	/ <del></del>	

### General Instructions

#### Fodovale

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

- Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and

• Each general and managing partnership of partnership issuers.

<del>-</del>	~ ~ ~ .				
Theck Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
ull Name (Last name first, if inc Calliers-Pratt, Rupert	lividual)				
Business or Residence Address	(Number and Street	, City, State, Zip Code)	· .		
o Vistula Communication	s Services, Inc., 4	05 Park Avenue, Suite	801, New York, NY 10	0022	
Theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if inc Faylor, Jared P.	lividual)		<u>.</u> -		
Business or Residence Address Vaughn & Associates, 639 (					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, if ind Cope, Ian	dividual)	<del></del>	-		
Business or Residence Address to Vistula Communication			801, New York, NY 10	0022	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind Bishop, Adam	dividual)				
Business or Residence Address c/o Vistula Limited, 35 Day			ngdom		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Panner
Full Name (Last name first, if inc Payne, J. Marcus	dividual)				
Business or Residence Address 5315 N. Clark Street, Chica	•	• •			<u> </u>
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if in Warrender, Anthony	dividual)				
Business or Residence Address 4392 Carrington Road, Ma					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if in Early, Jack	dividual)				
Business or Residence Address c/o Vistula Communication			801, New York, NY 10	0022	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

NetYantra, Inc.	,				
Business or Residence Address 3200 NW 43rd St., Suite 1					
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if i Executive Management Se	· · · · · · · · · · · · · · · · · · ·		·	- 11 - 10 - Table 11	
usiness or Residence Address alm Chambers No.4, Fisl			Virgin Islands		
heck Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, if i Little Wing, L.P., Circle-T Corp., and Parker Quillen Business or Residence Address O Quilcap Corp., 145 E.	Explorer Maste	et, City, State, Zip Code)		adewinds Fund I	Ltd., Quilcap International
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or
ull Name (Last name first, if i	individual)				Managing Partner
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if i	individual)			•	
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if i	individual)				
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, if i	individual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Code)			
	(Use blank	sheet, or copy and use a	additional copies of this sh	neet, as necessary	<u> </u>

Ι.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										_	es	No											
	Answer also in Appendix, Column 2, if filing under ULOE.																							
2.	. What is the minimum investment that will be accepted from any individual?										\$	no m	<u>inimun</u>	<u>n</u>										
3.	Does the offering permit joint ownership of a single unit?											′es ]	No ⊠											
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.    Commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.																							
	Business or Residence Address (Number and Street, City, State, Zip Code)																							
275	275 Seventh Avenue, Suite 2000, New York, NY 10001																							
	Name of Associated Broker or Dealer Oceana Partners, LLC																							
Stat	es in W	Vhich P	erson	Listed	Has So	olicited	or Int	ends to	Solici	t Purchasen	5													
	(C	heck ".	All Sta	ates" or	check	individ	dual St	ates)		••••••	•••••	••••••	•••••	•••••		•••••		• · • • • • • •	•••••			All States		
AL] :L] VIT] RI]		[AK] [IN] [NE] [SC]		(AZ) [IA] [NV] [SD]		[AR] [KS] [NH] [TN]		[CA] [KY] [NJ] [TX]		[CO] [] [LA] [] [NM] [] [UT] []			[DE] [MD] [NC] [VA]		[DC] [MA] [ND] [WA]		[MI] [OH]		[GA] [MN] [OK] [WI]		[HI] [MS] [OR] [WY]		[ID] [MO] [PA] [PR]	
	Full Name (Last name first, if individual) W. Quillen Securities																							
				Address Floor,					State.	, Zip Code)														
		ssocia n Sec		oker or s	Deale	r	<del></del>	•																
										t Purchaser								-						
(Ch	eck "A	II State	s" or	check ii	ndivid	ual Stat	tes)	*********	• • • • • • • • • • • • • • • • • • • •		•••••		**********					•••••	•••••		🔲 .	All St	ates	
AL] IL) MT] RI]		[AK] [IN] [NE] [SC]		[AZ] [IA] [NV] [SD]		[AR] [KS] [NH] [TN]		[CA] [KY] [NJ] [TX]		[CO]	[ME [NY		[DE] [MD] [NC] [VA]		[DC] [MA] [ND] [WA]		[MI] [OH]		[GA] [MN] [OK] [WI]		[HI] [MS] [OR] [WY]		[ID] [MO] [PA] [PR]	
Full	Name	(Last)	name	first, if	individ	lual)																		
Bus	iness o	r Resid	lence .	Address	(Nun	nber an	d Stree	et, City,	State	, Zip Code)														
Nan	ne of A	Associa	ted Br	oker or	Deale	r																		
										t Purchaser												All St	ates	_
[MT]		[AK] [IN] [NE] [SC]		[AZ] [IA] [NV] [SD]		[AR] [KS] [NH] [TN]		[CA] [KY] [NJ] [TX]		[CO] [ [LA] [ [NM] [ [UT] [	[ME [NY		[DE] [MD] [NC] [VA]		[DC] [MA] [ND] [WA]		[MI] [OH]		[GA] [MN] [OK] [WI]		[HI] [MS] [OR] [WY]		(ID) (MO) [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	<b>\$</b>	\$
☐ Common ☐ Preferred	4.	•
Convertible Securities (including warrants) (convertible notes and warrants)	\$2,500,000	\$2,500,000
Partnership Interests	\$	\$
Other (Specify)	<b>\$</b> ;	\$
Total	\$2,500,000	\$2,500,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	2	
	Number of	Aggregate Dollar
Accredited Investors	Investors 9	Amount of Purchase \$2,500,000
Non-accredited Investors	0	\$2,500,000 \$0
	V	
Total (for filing under Rule 504 only)	S	\$
Total (for filing under Rule 504 only)	s t Type of	\$ Dollar Amount
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering	S t Type of Security	\$
Total (for filing under Rule 504 only)	S t Type of Security	\$ Dollar Amount Sold \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first ale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505	S t Type of Security	\$ Dollar Amount
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first cale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.	Type of Security	\$ Dollar Amount Sold \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first ale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505	Type of Security	\$ Dollar Amount Sold \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first cale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.	Type of Security	\$ Dollar Amount Sold \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first alle of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505	Type of Security	Dollar Amount Sold  \$ \$ \$ \$ \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first cale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.  Total.  Total.  Total.  Total expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Type of Security	Dollar Amount Sold  \$ \$ \$ \$ \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505	Type of Security	Dollar Amount Sold  \$ \$ \$ \$ \$ \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first cale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.  Total.  Total.  Total.  Total.  Total Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.	Type of Security  eeett	Dollar Amount Sold  \$ \$ \$ \$ \$ \$ \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.  Total.  Total.  Total.  Total expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Accounting Fees.	Type of Security	Dollar Amount Sold  \$ \$ \$ \$ \$ \$ \$ \$ \$
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first cale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering  Rule 505.  Regulation A.  Rule 504.  Total.  Total.  Total.  Total.  Total Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.	Type of Security  ee ee tt	Dollar Amount Sold  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

each of the purposes shown. If the amount f			\$2,394,000
proceeds to the issuer set forth in response to	ross proceeds to the issuer used or proposed to be used for for any purpose is not known, furnish an estimate and check that of the payments listed must equal the adjusted gross Part C- Question 4.b. above.	3	
		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		\$	<b>S</b>
Purchase of real estate		\$	<u> </u>
Purchase, rental or leasing and installati	on of machinery and equipment	\$	<b>\$</b>
Construction or leasing of plant buildin	gs and facilities	\$	<b>\$</b>
that may be used in exchange for the as	the value of securities involved in this offering sets or securities of another issuer pursuant to a		
			□ \$
			<u></u> \$
		·	\$2,394,000
		-	<u> </u>
Column Totals		\$	\$2,394,000
Total Payments Listed (column totals a	dded)	\$2,394	.000
	D. FEDERAL SIGNATURE		
ignature constitutes an undertaking by the issuer	d by the undersigned duly authorized person. If this notice to furnish to the U.S. Securities and Exchange Commission credited investor pursuant to paragraph (b)(2) of Rule 502.    Signature		
lame of Signer (Print or Type)	Title of Signer (Print or Type)	1110101	
ared P. Taylor	Chief Financial Officer		

tule:

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to
  offerees.
- 1. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned luly authorized person.

ssuer (Print or Type) /istula Communications Services, Inc.	Signature J/n	Date 4/18/07
lame of Signer (Print or Type) lared P. Taylor	Title of Signer (Print or Type) Chief Financial Officer	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Intend to sell to non-accredited investors in State (Part B-Hent) (Part C-Hent) (Par		4	2	3	<del>,</del>	5 Disqualification				
No   Convertible Notes and   Accredited   Amount   Investors   Amount   Nes   No   No		to non-a	ccredited s in State	and aggregate offering price offered in state		under State ULOE (if yes, attach explanation of waiver granted)				
C   C   C   C   C   C   C   C   C   C		•			Accredited		Accredited		v	
S	_			warrants	Investors	Amount	Investors	Amount		
R	_	<u> </u>			<del></del>	_				
R         □	_								-	
A	<u>Z</u>			<u>.                                    </u>		_			-	
T       0	R —						_			
E       0	4		⊠	\$800,000	2	\$800,000	0	0		
E	2									
C	<u>T</u>									
L	E									
A	C									
I       0	L									
D       0	A					<del>_</del>				
-	Ι.					<del></del> -				
N	)									
A	-									
S	7									
Y	4									
A	s					<del>,</del>				
E	Y			-						
D	A									
A	.E					=				
II	D					=				
N	A			— <u></u>						
N	11					<u> </u>				
	N	<del> </del>	<del> </del>							
	_	<del>                                     </del>	-				<del>                                     </del>			
	_	<del>                                     </del>	-							

	to non-a	d to sell accredited as in State 3-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
ıte	Yes	No	Convertible Notes and Warrants	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
T					<del></del> .				
E									
<u></u>									
1					_				
J									
1				_					
7		Ø	\$1,700,000	7	1,700,000	0	0		⊠
2_					-				
)							<u> </u>		
i							-		
:									
:									
`				<u> </u>					
_									
·				<u> </u>					
`_									
_									
_					·				
_									
_									
_									
_									
_									
_									
_									
: -			<u> </u>						

